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-and-

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CARTIER, division of RICHEMONT :
NORTH AMERICA, INC.; and : Civil Action No. 08-CV-4471(LAK)
CARTIER INTERNTAIONAL, N.V.,
Plaintiffs, :
-against- :
SEAH LLC; SKYMALL, INC.; and :
JOHN DOES 1-10, :
Defendants.
-----X

DECLARATION OF RACHEL LEVY

RACHEL LEVY, state and declare the following facts:

1. I am a Managing Member of Defendant, SEAH, LLC, and I have personal knowledge of the facts and circumstances surrounding this matter and stated herein.
2. SEAH, LLC is a Florida limited liability company with its principal and sole place of business located in Sunrise, Broward County, Florida. SEAH, LLC is registered to do business in Florida and has no other offices other than its main address identified above.

3. SEAH, LLC was formed on or about October 7, 2005. SEAH, LLC's sole business and purpose consists of development, manufacturing and marketing of the Seah Zodiac watch (its only watch line), which is the subject of this lawsuit. SEAH, LLC began selling the Seah Zodiac in April 2008 in the SKYMALL, INC. Magazine and SKYMALL, INC.'s online website.

4. Since its formation, SEAH, LLC has never transacted nor done business in New York. SEAH, LLC has never solicited any of its products in New York, provided any services in New York, or owned, operated or had any affiliation with any stores or businesses anywhere in New York. SEAH, LLC has never owned or leased any real property in New York, paid any taxes in New York, employed any employees or agents in New York (beyond local counsel in this case), or been incorporated or had any offices outside the State of Florida. Lastly, SEAH, LLC has never performed or entered into any contracts in New York, or maintained any bank accounts in New York.

5. All of SEAH, LLC's documentation and records pertaining to the design, development, manufacturing, sale or offers for sale of the Seah Zodiac watch at issue are all located at SEAH, LLC's principal and sole place of business in Sunrise, Florida. Additionally, SEAH, LLC's two employees and witnesses, Rachel Levy and Jessica Flores, reside in Broward County, Florida. SEAH, LLC's other witnesses will include its website designer and printer, Bob Tonda of CorporateGraphix, located in Coral Gables, Florida, and Schinah Jane Sezak and John Davidson, who helped design the SEAH booklet and zodiac signs used on its product, both of which are located in Hawaii.

6. On or about April 1, 2008, SEAH, LLC began marketing its product with SKYMALL, INC. pursuant to a Vendor Agreement, where SKYMALL, INC. agreed to provide

SEAH, LLC with a three-month advertisement in its magazine, and a six-month advertisement on SKYMALL, INC.'s online website. SKYMALL, INC.'s only involvement is to publish an advertisement for the Seah Zodiac in its magazine and on its website, take an order from a customer and subsequently forward payment to SEAH, LLC. SKYMALL, INC. also communicates with the customer by sending a written acknowledgement of the sale and confirmation concerning shipment.

7. SEAH, LLC is marketing the Seah Zodiac watch with focus on "Sun Sign Astrology" with emphasis on the Signs of the Zodiac. Each Seah Zodiac watch and its packaging are conspicuously branded in multiple locations with the SEAH name, along with the Zodiac Sign chosen by the customer prominently displayed on the face, side of the watch casing, on the back of the watch, and on the watch bracelet. Each watch can be purchased in a variety of colors and materials, but each watch has its own unique and distinct appearance.

8. SKYMALL, INC. is the only distributor of the Seah Zodiac in the United States. SKYMALL, INC. does not ship the product to any customer when ordered from its website or magazine. Shipment of the product comes from SEAH, LLC's headquarters in Broward County, Florida.

9. SEAH, LLC has engaged Florida and New York litigation counsel on behalf of SKYMALL, INC. pursuant to the obligations set forth in the Vendor Agreement between SEAH, LLC and SKYMALL, INC., which requires that SEAH, LLC defend, indemnify and hold SKYMALL, INC. harmless for the claims asserted in the Complaint.

10. On May 1, 2008, SEAH, LLC's website (www.seahwatches.com) became live and operational; however, SEAH, LLC has never processed any sale of the Seah Zodiac through its website.

11. Since it began selling its watches on April 1, 2008, SEAH, LLC has sold a total of twenty (20) Seah Zodiac watches, and twenty-four (24) watches were given to friends and family. SEAH, LLC has manufactured a total of 480 watches. As a result of the gifts and nominal sales, 436 Seah Zodiac watches remain in stock today.

12. Of the twenty (20) Seah Zodiac watches sold to the public: (a) six (6) orders for a total seven (7) watches were made and completed through SKYMALL, INC. from April 10, 2008 to May 30, 2008; (b) twelve (12) watches were sold to a distributor located in Dubai directly by SEAH, LLC representatives located in Florida; and (c) one (1) watch was sold to a customer in Puerto Rico by SEAH, LLC representatives located in Florida. None of the watches given to family and friends were destined for New York.

13. One of the six completed orders made via SKYMALL, INC. was purchased by an individual named Ryan Francis, which was shipped on April 24, 2008 via FEDEX from SEAH, LLC's headquarters in Florida to New York. The watch was specifically shipped to Ryan Francis, 279 W. 117th Street, Apt. 6H, New York, New York, 1026. A true and accurate copy of the Order Detail Sheet is attached hereto as Exhibit "A." The transaction was initiated by Ryan Francis, not by SEAH, LLC or SKYMALL, INC.

14. SEAH, LLC later discovered on May 6, 2008 that Ryan Francis is in fact an employee of the law firm representing Cartier in this matter. On that date SEAH, LLC received a FEDEX envelope containing a cease and desist letter concerning this matter. The envelope was addressed from Ryan Francis bearing the address and name of counsel for Cartier - Kalow & Springut LLP, at 488 Madison Avenue, 19th Floor, New York, NY 10022. A true and accurate copy of the FEDEX shipping label is attached hereto as Exhibit "B."

15. Absent the one sale to Ryan Francis of Kalow & Springut LLP in New York, SEAH, LLC has never sold or shipped a Seah Zodiac watch to the State of New York.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 4, 2008
Fort Lauderdale, Florida

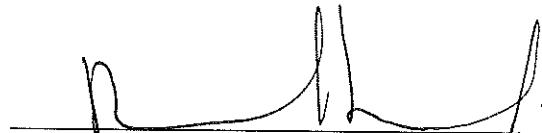

RACHEL LEVY, Managing Member
of SEAH, LLC

EXHIBIT “A”

Printable Manifest

Page 1 of 2

ORDER DETAIL SHEET

Vendor Name: SEAH Watches
 Vendor Code: SWL

Order Create Date: 04/22/2008
 Order Number: 12856450
 Expedite Order: Yes

Customer Bill To:

RYAN FRANCIS
 279 W. 117TH ST.
 APT. 6H
 NEW YORK, NY 10026
 Country: US
 Phone: 6462519815

Customer Ship To:

RYAN FRANCIS
 279 W. 117TH ST.
 APT. 6H
 NEW YORK, NY 10026
 Country: US
 Phone: 6462519815

Requested Ship Method: EXP

LINE #	ITEM #	DESCRIPTION	QTY	UNIT PRICE	DISCOUNT	EXT PRICE
1	YGDBL	Seah Zodiac Watch Gold Blue; shipMethod=EXP; sourceCode=08E;spec=Arles(Zodiac)	1	\$1,799.00	\$0.00	\$1,799.00

Sales Total: \$1,799.00
 Sales Tax: \$154.10
 Shipping & Handling: \$37.90
 Discounts: \$.00
 Final Grand Total \$1,991.00

Total Number of Line Items: 1
 Total Number of Units: 1
 Total Number of Units: 1

Ref: Date: 04/24/2008 SHIPPING: 35.56
 Dep: Wgt: 1.0 LBS SPECIAL: 16.35
 DV: 1800.00 HANDLING: 0.00
 TOTAL: 51.80

Stos: STANDARD OVERNIGHT DSR--RES
 THOM: 9661 0896 2329

EXHIBIT “B”

From: Origin ID:JRBA (212)813-1600
 Ryan Francis
 Kalem&Springer LLP.
 488 Madison Avenue
 19th Floor
 New York, NY 10022



SHIP TO: 212)8131600 BILL SENDER

NA NA
 SEAH
 14051 NW 14th Street

Sunrise, FL 33323

© 2001 FedEx

Ship Date: 05MAY08
 Advmt: 1 LB
 System: 311023INNET8010
 Account: S *****
 Delivery Address Bar Code

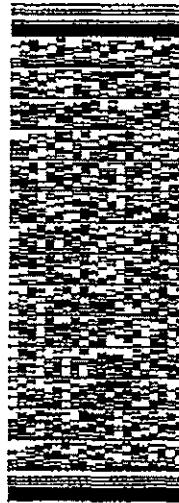


Ref# Carrier 0001
 Invoice #
 PO #
 Dept #

TRK# 7918 9607 6810

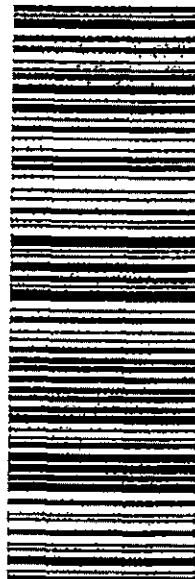
A1

TUE - 06MAY
 PRIORITY OVERNIGHT



XH ZFTA

33323
 FL-US
 FLL



After printing this label:

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
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